

RECORDATION NO. 24960-E
FILED

JUL 06 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
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July 6, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of June 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Railcar Lease being filed with the Board under Recordation Number 24960-D.

The name and address of the party to the enclosed document are:

Seller: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062]

Anne K. Quinlan, Esquire
July 6, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

81 flatcars: AWXX 20576 - AWXX 20656.

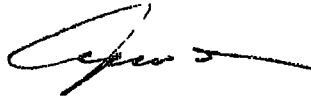
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JUL 06 '09 -9 00 AM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

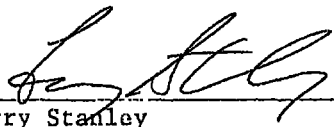
KNOW ALL MEN BY THESE PRESENTS that GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Seller"), in consideration of the sum of \$10.00 to the undersigned to be paid by MIDWEST RAILCAR CORPORATION ("Purchaser") pursuant to the terms of the Purchase and Sale Agreement dated June 30, 2009 (the "Purchase and Sale Agreement") between Seller and Purchaser, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Purchaser all of Seller's right, title and interest in the eighty-one (81) railcars described on Schedule A attached hereto and made a part hereof, to have and to hold the same unto Purchaser, its successors and assigns forever.

The undersigned does for itself and its successors and assigns warrant and represent to Purchaser that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller except for the leasehold interest of ECDC Environmental, LC ("Lessee") pursuant to that certain Rider 2 dated as of April 1, 2004 and amended by Amendment to Lease Rider effective October 10, 2004, each by and between Seller, as lessor, and ECDC Environmental, LC, as lessee ("Lessee"), and further amended by Notice and Acknowledgment of Assignment dated June 30, 2009 from Seller and Purchaser to Lessee and Allied Waste Industries, Inc., to Equipment Lease dated as of March 17, 2004, by and between Seller and Lessee, and any liens expressly permitted under the Lease.

EXCEPT AS EXPRESSLY PROVIDED IN SECTIONS 8(b) AND 8(i) OF THE PURCHASE AND SALE AGREEMENT, THE RAILCARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, AND WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be executed
this 30th day of June, 2009.


GREENBRIER LEASING COMPANY LLC
("Seller")

By: 
Larry Stanley
Vice President

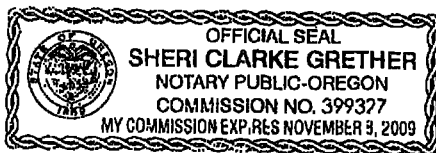
STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this ____ day of June, 2009, before me, a Notary Public of the County and
State aforesaid, personally appeared Larry Stanley, to me personally known, who
being by me duly sworn, says that he is a Vice President of Greenbrier Leasing Company
LLC, an Oregon limited liability company, that the foregoing instrument was signed and sealed
on behalf of said entity with due authority, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal


Notary Public

My commission expires: 11-8-2009



SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

Eighty-One (81) 85-foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars equipped to handle four (4) 20 foot containers or two (2) 40 foot containers, each built by Trenton Works in 2003 and bearing the following reporting marks and numbers:

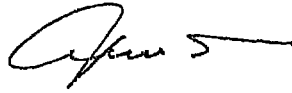
| No. | Car Marks and Numbers | No. | Car Marks and Numbers | No. | Car Marks and Numbers |
|-----|-----------------------|-----|-----------------------|-----|-----------------------|
| 1 | AWXX 20576 | 41 | AWXX 20616 | 81 | AWXX 20656 |
| 2 | AWXX 20577 | 42 | AWXX 20617 | | |
| 3 | AWXX 20578 | 43 | AWXX 20618 | | |
| 4 | AWXX 20579 | 44 | AWXX 20619 | | |
| 5 | AWXX 20580 | 45 | AWXX 20620 | | |
| 6 | AWXX 20581 | 46 | AWXX 20621 | | |
| 7 | AWXX 20582 | 47 | AWXX 20622 | | |
| 8 | AWXX 20583 | 48 | AWXX 20623 | | |
| 9 | AWXX 20584 | 49 | AWXX 20624 | | |
| 10 | AWXX 20585 | 50 | AWXX 20625 | | |
| 11 | AWXX 20586 | 51 | AWXX 20626 | | |
| 12 | AWXX 20587 | 52 | AWXX 20627 | | |
| 13 | AWXX 20588 | 53 | AWXX 20628 | | |
| 14 | AWXX 20589 | 54 | AWXX 20629 | | |
| 15 | AWXX 20590 | 55 | AWXX 20630 | | |
| 16 | AWXX 20591 | 56 | AWXX 20631 | | |
| 17 | AWXX 20592 | 57 | AWXX 20632 | | |
| 18 | AWXX 20593 | 58 | AWXX 20633 | | |
| 19 | AWXX 20594 | 59 | AWXX 20634 | | |
| 20 | AWXX 20595 | 60 | AWXX 20635 | | |
| 21 | AWXX 20596 | 61 | AWXX 20636 | | |
| 22 | AWXX 20597 | 62 | AWXX 20637 | | |
| 23 | AWXX 20598 | 63 | AWXX 20638 | | |
| 24 | AWXX 20599 | 64 | AWXX 20639 | | |
| 25 | AWXX 20600 | 65 | AWXX 20640 | | |
| 26 | AWXX 20601 | 66 | AWXX 20641 | | |
| 27 | AWXX 20602 | 67 | AWXX 20642 | | |
| 28 | AWXX 20603 | 68 | AWXX 20643 | | |
| 29 | AWXX 20604 | 69 | AWXX 20644 | | |
| 30 | AWXX 20605 | 70 | AWXX 20645 | | |
| 31 | AWXX 20606 | 71 | AWXX 20646 | | |
| 32 | AWXX 20607 | 72 | AWXX 20647 | | |
| 33 | AWXX 20608 | 73 | AWXX 20648 | | |
| 34 | AWXX 20609 | 74 | AWXX 20649 | | |
| 35 | AWXX 20610 | 75 | AWXX 20650 | | |
| 36 | AWXX 20611 | 76 | AWXX 20651 | | |
| 37 | AWXX 20612 | 77 | AWXX 20652 | | |
| 38 | AWXX 20613 | 78 | AWXX 20653 | | |
| 39 | AWXX 20614 | 79 | AWXX 20654 | | |
| 40 | AWXX 20615 | 80 | AWXX 20655 | | |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/6/09



Robert W. Alvord